

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

_____)	
M2 CONSULTING, INC.,)	
)	
Plaintiff,)	
v.)	Civil Action No. 03-12589-GAO
MRO SOFTWARE, INC.,)	
)	
Defendant.)	
_____)	

AFFIDAVIT OF MARK S. RESNICK

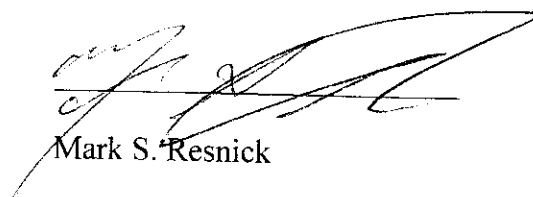
I, Mark S. Resnick, do hereby depose and state as follows:

1. I am an attorney and a member in good standing of the bar of the Supreme Judicial Court of the Commonwealth of Massachusetts, BBO # 559885.
2. I am counsel to the Plaintiffs in the above-captioned action.
3. On February 23, 2005, prior to a hearing in this action on MRO's Motion to Compel, opposing counsel presented me with draft pleadings in this action, which he stated MRO intended to file by Friday. Those materials did *not* include MRO's Motion for Short Order of Notice.
4. When I discussed the draft pleadings with opposing counsel the following day, he indicated that MRO also intended to file a motion for short order of notice, seeking a court ordered response date for M2's opposition to M2's motion for expedited discovery by March 30th, and a hearing with a day or two of that date. I informed opposing counsel that I could not agree to that proposed briefing schedule, due to the

fact that I would be in depositions most of the week of March 28th, and that due to that schedule I would be unable to draft an opposition in time. Opposing counsel stated that he would discuss my scheduling concerns with his client and determine if any accommodations could be made. I did not hear back from opposing counsel on this issue. Instead, I received the electronic notice the following day informing me of the filings, which included MRO's Motion for Short Order of Notice.

5. During this telephone conversation we also discussed whether M2 would oppose MRO's Motion to Amend its counterclaim. I stated that M2 would not unnecessarily oppose that motion, but would oppose if it found what I considered to be appropriate reasons for doing so. I also told opposing counsel that I had not yet had the chance to review all the filings.
6. I am involved in key depositions in another action which will require all my available time this week. I am the attorney at my firm most knowledgeable about the specifics of this action, and no other attorneys at my firm can realistically substitute. I do not have time available to draft an opposition, or to attend a hearing on March 31 or April 1, and I have informed opposing counsel of these facts.

SIGNED UNDER THE PENALTIES OF PERJURY THIS 29TH DAY OF March,
2005.



Mark S. Resnick

CERTIFICATE OF SERVICE

I, Mark S. Resnick, Esq., hereby certify that I have on the 29th day of March, 2005, served, by fax and first class mail, a copy of the foregoing document upon:

Lee Gesmer, Esquire
Gesmer Updegrove LLP
40 Broad Street
Boston, MA 02109 - 4310

A handwritten signature in black ink, appearing to read "Mark S. Resnick", written over a horizontal line.